

LISTING STATEMENT No. 1171.

PREVIOUSLY LISTED

460,818 cumulative dividend redeemable preference shares of no par value. 824,140 common shares of no par value of which 164,140 shares were listed to make common shares available on conversion of the debentures. In this connection 64,004 shares have been issued to date and 68,861 will be required for issuance upon conversion of the debentures.

Be required for issuance upon conversion of the debentures.
ADDITIONAL LISTING JANUARY 26, 1939 on official notice of issuance
215,000 cumulative dividend redeemable preference shares of no par value.
Ticker Abbreviation HIR.
Dial Ticker Numbers 134 common 135 preferred.

THE TORONTO STOCK EXCHANGE

LISTING STATEMENT

HIRAM WALKER - GOODERHAM & WORTS LIMITED

(A holding company incorporated under the Laws of the Dominion of Canada, December 31, 1926; Supplementary Letters Patent November 19, 1927; further Supplementary Letters Patent dated May 13, 1929 and March 31, 1932)

CUMULATIVE DIVIDEND REDEEMABLE PREFERENCE SHARES WITHOUT NOMINAL
OR PAR VALUE (VOTING)

COMMON SHARES WITHOUT NOMINAL OR PAR VALUE (VOTING)

Walkerville, Ontario, Canada, March 21, 1939.

1. HIRAM WALKER-GOODERHAM & WORTS LIMITED (hereinafter called "the Company") hereby makes application for the listing on The Toronto Stock Exchange of an additional 215,000 cumulative dividend redeemable preference shares without nominal or par value, making the total listing applied for 675,818 cumulative dividend redeemable preference shares without nominal or par value and 824,140 common shares without nominal or par value.

2. CAPITALIZATION AS AT JANUARY 7, 1939

STOCK	Par value	Number of Shares			
		Authorized by charter	Authorized for issuance	Issued and outstanding	Previously authorized to be listed
Hiram Walker-Goodeerham & Worts Limited:					
Cumulative Dividend Redeemable Preference (Dividend rate \$1.00 per share per annum)	None	875,000	675,818	460,818*	460,818
Common	None	875,000	792,865	724,004	824,140**

*After purchase of 199,182 shares for redemption, which have been cancelled and are not reissuable.

**Of which 164,140 shares were listed to make common shares available on conversion of the debentures. In this connection 64,004 shares have been issued to date and 68,861 will be required for issuance upon conversion of the debentures.

	Interest rate	Amount authorized	Authorized by Indenture	Amount issued	Outstanding in hands of public
FUNDED DEBT					
Hiram Walker-Goodeham & Worts Limited and					
Hiram Walker & Sons Inc. (successor to					
Hiram Walker & Sons Distilleries Inc.):					
Ten-Year 4 1/4% Convertible Debentures due					
December 1, 1945.....	4 1/4%	\$8,000,000	8,000,000	\$8,000,000	\$3,954,000

NOTE - Hiram Walker & Sons (Scotland) Limited, a wholly owned subsidiary, has issued and outstanding £1,500,000 4½% debenture stock due May 15, 1953 (part of a total authorized issue of £2,000,000) unconditionally guaranteed as to both principal and interest by Hiram Walker-Gooderham & Worts Limited.

CAPITALIZATION HISTORY

3. The following schedule shows the changes in the Company's authorized and issued capitalization from time to time since its incorporation:

Date authorized	Common Shares			Amount credited to capital stock account	Purpose
	Total authorized	Par value	Total issued		
Original Letters Patent, December 31, 1926	400,000	No par value	400,000	\$10,000,000.00	To acquire shares of Hiram Walker & Sons Limited
First Supplementary Letters Patent, November 19, 1927	750,000	No par value	200,000	5,000,000.00	To acquire shares of Gooderham & Worts Limited. Sold for cash to pro- vide improvements and working capital.
			60,000	3,000,000.00	
			<hr/> 660,000	<hr/> \$18,000,000.00	

Date authorized	Common Shares—Continued			Amount credited to capital stock account	Purpose
	Total authorized	Par value	Total issued		
Second Supplementary Letters Patent, May 13, 1929, subdividing the shares 3 for 1 and increasing the authorized number of shares to	3,500,000	No par value	1,980,000	\$18,000,000.00	Subdivided 3 for 1
			660,000	9,900,000.00	Sold for cash to provide improvements and working capital.
			<hr/>	<hr/>	
			2,640,000	\$27,900,000.00	
Third Supplementary Letters Patent, March 31, 1932, converting and consolidating previous authorization into 875,000 cumulative dividend redeemable preference shares of no par value having a preference as to principal of \$20.00 per share and dividends of \$1.00 per annum and common shares as follows	875,000	No par value	660,000	\$14,700,000.00	

By action of the board of directors on November 11, 1935, 164,140 shares of the 215,000 shares of authorized but unissued common stock were reserved solely for conversion of \$8,000,000 ten-year 4 1/4% convertible debentures dated December 1, 1935 and due December 1, 1945, joint and several obligations of Hiram Walker-Gooderham & Worts Limited and one of its wholly owned subsidiaries, Hiram Walker & Sons Distilleries Inc. (subsequently merged with Hiram Walker & Sons Inc). Subsequent reduction in said debentures has however only required issuance of 64,004 common shares of Hiram Walker-Gooderham & Worts Limited as a result of which not more than 68,861 common shares will be required for listing upon official notice of issuance upon conversion of the \$3,954,000 ten-year 4 1/4% convertible debentures presently outstanding. Holders may convert said debentures at principal amount thereof at any time (unless such debentures shall have been called for previous redemption, and in that event at any time prior to the redemption date specified in the notice of redemption) into shares of the common capital stock of the Company:

At the rate of \$55.00 per share so long as less than
\$4,000,000 principal amount and not less than
\$2,000,000 principal amount of debentures are outstanding at the time of such conversion; and

At the rate of \$60.00 per share so long as any of such remaining
\$2,000,000 principal amount of debentures are outstanding.

Such conversion shall be made without issue of fractional shares and without adjustment of current dividends, if any, the Companies paying to the bearer or registered owner of debentures surrendered for conversion accrued and unpaid interest thereon to the date of conversion together with cash equal to such principal amount of debentures as creates a fractional share. The indenture further provides for adjustments of the conversion rates set forth above intended to protect against dilution in the case of the issuance of additional shares of common stock of Hiram Walker-Gooderham & Worts Limited under certain circumstances. In no event may the actual conversion rate or price at any time be increased to a price which would be higher than the prices set forth above.

The indenture also contains provisions defining the rights of the debenture holders with respect to conversion in the event of the consolidation with or merger into any other corporation or the transfer of all or substantially all of its property and business as an entirety to another corporation.

Date authorized	Preference Shares			Amount credited to Capital Stock Account
	Total authorized	Par Value	Total Issued	
Third Supplementary Letters Patent, March 31, 1932, referred to above.	875,000	No par value	660,000	\$13,200,000.00

Under the preference and common share provisions the Company may at any time pursuant to resolution of the board of directors purchase the whole or any part of the preference shares outstanding from time to time, on any recognized stock exchange where the same are listed, at a price not exceeding \$20.00 per share and unpaid accrued dividends and costs of purchase. From and after the date of purchase of any preference shares under said provisions, the preference shares so purchased shall be deemed to be redeemed and shall be cancelled.

In accordance with the foregoing provision, the Company purchased and subsequently cancelled 199,182 preference shares as a result of which 460,818 preference shares are issued and outstanding in the hands of the public.

By action of the board of directors on January 3, 1939, the remaining 215,000 authorized preference shares were authorized to be issued upon sale for cash following which issuance 675,818 preference shares will be issued and outstanding in the hands of the public.

SHARES FULLY PAID

4. The cumulative dividend redeemable preference stock and common stock of the Company is fully paid and non-assessable and no liability attaches to the holders thereof.

STOCK PROVISIONS

5. CUMULATIVE DIVIDEND REDEEMABLE PREFERENCE STOCK

Dividend rights:

The holders of the cumulative dividend redeemable preference stock have the right to receive and the Company shall pay out of moneys properly applicable to the payment of dividends as and when declared by the board of directors of the Company, fixed, cumulative preferential cash dividends at the rate of one dollar (\$1) per share per annum payable quarterly at the rate of twenty-five cents (25c) per share on the 15th days of March, June, September and December in each year. No dividends shall at any time be declared or paid on or set apart for the common shares or any part thereof, or for any shares of the Company junior to the preference shares, unless all dividends accrued up to such time on the preference shares then issued and outstanding shall have been paid or provided for. Provided always that dividends shall only be payable on the preference shares of the Company as and when the board of directors in their absolute discretion shall so determine and no holder of preference shares shall be entitled to any dividend until the board of directors of the Company shall have declared such dividend. The holders of preference shares shall not be entitled to any dividends other than or in excess of the cash dividends above mentioned.

Limitations in any indenture or other agreements on the payment of dividends:

The payment of dividends on the cumulative dividend redeemable preference stock of the Company is not now subject to any limitations in any indentures or other agreements.

Voting rights:

Each preference share outstanding carries the right to one vote in respect thereof, at each annual or special general meeting of shareholders.

Liquidation rights:

In the event of the liquidation, dissolution, winding up or other distribution of assets of the Company, the holders of the cumulative dividend redeemable preference stock shall be entitled to repayment of the sum of twenty dollars (\$20) per preference share together with all unpaid preferential dividends (which for such purpose shall be treated as if such preferential dividends were accruing up to the date of such distribution) before the holders of any of the common shares or other junior shares of the Company shall be entitled to participate in the assets of the Company but the holders of the said preference shares shall not have the right to any further participation in the assets of the Company.

No Preemptive rights:

No holder of cumulative dividend redeemable preference shares shall as such holder be entitled as of right to subscribe for, purchase or receive any part of any issue of shares, bonds, debentures, or other securities of the Company now or hereafter authorized.

No Subscription rights:

The cumulative dividend redeemable preference stock does not possess subscription rights.

No Conversion rights:

The cumulative dividend redeemable preference stock does not possess conversion rights.

Redemption provisions applicable hereto:

Upon giving at least thirty days notice in writing, the Company pursuant to resolution of the board of directors may, subject to the provisions of the indenture relating to the debentures, as hereinafter set forth, at any time redeem the whole or from time to time any part of the then outstanding preference shares on payment for each share to be redeemed of twenty dollars (\$20) together with all unpaid accrued preferential dividends which for such purpose shall be treated as if such dividends were accruing up to the date of such redemption. In case a part only of the then outstanding preference shares is at any time to be redeemed the shares so to be redeemed shall be drawn by lot in such manner as the then auditors of the Company may determine.

The Company may, subject to the provisions of the indenture relating to the debentures as herein-after set forth, at any time or times pursuant to resolutions of the board of directors, purchase the whole or any part of the preference shares outstanding from time to time on any recognized stock exchange where the same are listed at a price not exceeding twenty dollars (\$20) per share and unpaid dividends and costs of purchase. From and after the date of purchase of any preference shares under the foregoing provisions relating to redemption the preference shares so purchased shall be deemed to be redeemed and shall be cancelled.

Until all of the debentures shall have been paid or converted, the Company will not purchase or call for redemption any of its preference stock now outstanding if such purchase would reduce the net current assets (as defined in the Indenture) of the Company and its subsidiaries as shown upon a consolidated balance sheet as of a date not more than ninety days prior to the date of any such purchase below the principal amount of said debentures issued and then outstanding at the time of such purchase, plus the principal amount of any additional bonds, notes, debentures or other evidences of indebtedness which the Company or any subsidiary may have issued as permitted by Section 6 of Article Two of the Indenture.

COMMON STOCK

Dividend rights:

The holders of common shares are entitled to such dividends as may be properly declared by the board of directors of the Company.

Limitations in any indentures or other agreements on the payment of dividends:

The payment of dividends on the common stock is subject to preferential rights of the preference shareholders and subject further to Section 7 of Article Two of the Indenture relating to the debentures which provides that until all of the said debentures shall have been paid or converted, the Company will not pay dividends on its common stock if such would reduce the net current assets (as therein defined) of the Company and its subsidiaries as shown upon a consolidated balance sheet as of a date not more than ninety days prior to the date of any such payment below the principal amount of said debentures issued and then outstanding at the time of such payment, plus the principal amount of any additional bonds, notes, debentures or other evidences of indebtedness which the Company or any subsidiary may have issued as permitted by Section 6 of Article Two of the Indenture.

Voting rights:

Each common share outstanding carries the right to one vote in respect thereof at each annual or special general meeting of shareholders.

Liquidation rights:

In liquidation after payment of all debts and claims and the payment of twenty dollars (\$20) per share and accrued dividends in respect of each then outstanding preference share, the holders of the common shares are entitled to share equally share for share in the remaining assets.

Preemptive rights:

No holder of common shares shall as such holder be entitled as of right to subscribe for, purchase or receive any part of any issue of shares, bonds, debentures or other securities of the Company now or hereafter authorized.

Subscription, conversion and redemption rights:

The common stock carries no subscription, conversion or redemption rights.

DIVIDENDS

Common Shares

6. From the date of its incorporation, December 31, 1926, to the issue of the third Supplementary Letters Patent dated March 31, 1932, converting and consolidating the authorized capital stock of 3,500,000 common shares of no par value into 875,000 common shares and 875,000 cumulative dividend redeemable preference shares, the Company paid the following dividends on its common stock:

Date of payment	Shares outstanding	Cash dividends paid per share	Cash dividends paid	Date of payment	Shares Outstanding	Cash dividends paid per share	Cash dividends paid
1927				1930			
Dec. 15	563,800	\$0.50	\$281,900.00	Mar. 15	2,640,000	\$0.25	\$660,000.00
1928				June 16	2,640,000	.25	660,000.00
Mar. 15	654,406	.50	327,203.00	Sept. 15	2,640,000	.25	660,000.00
June 15	654,995	.50	327,497.50	Dec. 15	2,640,000	.25	660,000.00
Sept. 15	654,995	.75	491,246.25	1931			
Dec. 15	655,000	.75	491,250.00	Mar. 15	2,640,000	.25	660,000.00
1929				June 15	2,640,000	.12½	330,000.00
Mar. 15	655,000	.75	491,250.00	Sept. 15	2,640,000	.12½	330,000.00
June 15	1,980,000	.25	495,000.00	Dec. 16	2,640,000	.06¼	165,000.00
Sept. 14	2,640,000	.25	660,000.00	1932			
Dec. 16	2,640,000	.25	660,000.00	Mar. 15	2,640,000	.06¼	165,000.00

Subsequent to the issue of the third Supplementary Letters Patent dated March 31, 1932, converting and consolidating the authorized capital stock of 3,500,000 common shares of no par value into 875,000 common shares and 875,000 cumulative dividend redeemable preference shares, the Company has paid the following dividends on its issued and outstanding common stock:

Date of payment	Shares outstanding	Cash dividends paid per share	Cash dividends paid
1936			
Mar. 15	660,000	\$0.50	\$330,000.00
June 15	660,000	.50	330,000.00
Sept. 15	660,000	.50	330,000.00
Dec. 15	717,107	.50	358,553.50
1937			
Mar. 15	722,304	.50	361,152.00
June 15	723,451	.50	361,725.50
Sept. 15	724,004	.50	362,002.00
Dec. 15	724,004	1.00	724,004.00
1938			
Mar. 15	724,004	1.00	724,004.00
June 15	724,004	1.00	724,004.00
Sept. 15	724,004	1.00	724,004.00
Dec. 15	724,004	1.00	724,004.00

Preference Shares

From the date of issue of the cumulative dividend redeemable preference shares authorized under the third Supplementary Letters Patent, dated March 31, 1932, the Company has paid the following dividends:

Date of payment	Shares outstanding	Cash dividends paid per share	Cash dividends paid	Date of payment	Shares outstanding	Cash dividends paid per shares	Cash dividends paid
1932				1936			
June 15	616,431	\$0.25	\$154,107.75	Mar. 15	460,818	\$0.25	\$115,204.50
Sept. 15	514,345	.25	128,586.25	June 15	460,818	.25	115,204.50
Dec. 15	482,354	.25	120,588.50	Sept. 15	460,818	.25	115,204.50
1933				Dec. 15	460,818	.25	115,204.50
Mar. 15	467,030	.25	116,757.50	1937			
June 15	462,071	.25	115,517.75	Mar. 15	460,818	.25	115,204.50
Sept. 15	462,071	.25	115,517.75	June 15	460,818	.25	115,204.50
Dec. 15	462,071	.25	115,517.75	Sept. 15	460,818	.25	115,204.50
1934				Dec. 15	460,818	.25	115,204.50
Mar. 15	460,818	.25	115,204.50	1938			
June 15	460,818	.25	115,204.50	Mar. 15	460,818	.25	115,204.50
Sept. 15	460,818	.25	115,204.50	June 15	460,818	.25	115,204.50
Dec. 15	460,818	.25	115,204.50	Sept. 15	460,818	.25	115,204.50
1935				Dec. 15	460,818	.25	115,204.50
Mar. 15	460,818	.25	115,204.50	1938			
June 15	460,818	.25	115,204.50	Mar. 15	460,818	.25	115,204.50
Sept. 15	460,818	.25	115,204.50	June 15	460,818	.25	115,204.50
Dec. 15	460,818	.25	115,204.50	Sept. 15	460,818	.25	115,204.50
1936				Dec. 15	460,818	.25	115,204.50
Mar. 15	460,818	.25	115,204.50	1938			
June 15	460,818	.25	115,204.50	Mar. 15	460,818	.25	115,204.50
Sept. 15	460,818	.25	115,204.50	June 15	460,818	.25	115,204.50
Dec. 15	460,818	.25	115,204.50	Sept. 15	460,818	.25	115,204.50

FUNDED INDEBTEDNESS

7. *Ten-year 4 1/4% convertible debentures:*

Under an agreement dated October 16, 1935, Hornblower & Weeks and associated underwriters purchased \$8,000,000 ten-year 4 1/4% convertible debentures dated December 1, 1935, due December 1, 1945, at a price of 97% and accrued interest. The debentures were offered to the public on January 3, 1936, at a price of 100% and accrued interest.

The debentures are the joint and several obligations of Hiram Walker-Goodeham & Worts Limited and Hiram Walker & Sons Inc. (successor to Hiram Walker & Sons Distilleries Inc.). Interest thereon is payable semi-annually on December 1 and June 1 of each year. The principal and interest is payable at the principal offices of the Guaranty Trust Company of New York in the Borough of Manhattan, the City of New York, in lawful money of the United States of America.

The net proceeds from the sale of the debentures amounting to \$7,760,000 was applied in the United States in payment of indebtedness to Guaranty Trust Company of New York incurred for the purpose of acquiring properties, plants and manufacturing facilities within the United States.

Under the provisions of an Indenture dated December 1, 1935, between the issuing companies and Guaranty Trust Company of New York as trustee, holders are empowered to convert the debentures at principal amount thereof at any time (unless such debentures shall have been called for previous redemption, and in that event at any time prior to the redemption date specified in the notice of redemption) into shares of the common stock of Hiram Walker-Goodeham & Worts Limited:

At the rate of \$55.00 per share so long as less than \$4,000,000 principal amount and not less than \$2,000,000 principal amount of debentures are outstanding at the time of such conversion; and

At the rate of \$60.00 per share so long as any of such remaining \$2,000,000 principal amount of debentures are outstanding.

The Indenture further provides that the debentures are to be redeemable at the option of the obligor companies, or either of them, or for the sinking fund, prior to maturity in the entire amount then outstanding on any date or any part on any interest payment date upon notice published at least twice (the first publication to be not later than ninety days prior to the redemption date in case of the redemption of all the debentures at the time outstanding, and not later than sixty days prior to the redemption date in case of the redemption of less than all of the debentures) in each of two daily newspapers printed in the English language and published and of general circulation in the Borough of Manhattan, the City of New York and in one daily newspaper printed in the English language and published and of general circulation in the City of Toronto, Canada. Such redemption may be made by payment of the following redemption prices in each case with interest accrued on such debentures to the date fixed for redemption:

thereafter and	on or before December 1, 1939 at 103 1/2% of the principal amount;
"	1, 1940 at 103 % "
"	1, 1941 at 102 1/2 % "
"	1, 1942 at 102 % "
"	1, 1943 at 101 1/2 % "
"	1, 1944 at 101 % "

thereafter at the principal amount thereof.

Since the date of original issue of the aforesaid debentures \$2,633,000 principal amount has been converted by holders thereof into common stock of Hiram Walker-Goodeham & Worts Limited requiring the issuance of 64,004 common shares and \$1,413,000 principal amount of debentures have been redeemed for cash. \$3,954,000 principal amount of debentures are presently outstanding in respect of which 68,861 common shares may be required for listing upon official notice of issuance from time to time upon conversion thereof.

Fifteen-year 4 1/2% guaranteed debenture stock:

Under agreements dated November 10, 1937, and April 4, 1938, between the Company and its wholly owned subsidiary, Hiram Walker & Sons (Scotland) Limited and Lazard Brothers & Company Limited, London, England relating to the sale of £1,500,000 fifteen-year 4 1/2% guaranteed debenture stock (part of a total authorized issue of £2,000,000 of Hiram Walker & Sons (Scotland) Limited) unconditionally guaranteed as to both principal and interest by the Company, Hiram Walker & Sons (Scotland) Limited sold said stock to Lazard Brothers & Company Limited for £1,447,000. The net cash proceeds to Hiram Walker & Sons (Scotland) Limited were used to repay bank loans outstanding in Great Britain incurred in connection with the construction of a distillery at Dumbarton, Scotland and for other corporate purposes.

Interest on the stock is payable semi-annually on May 15 and November 15.

Hiram Walker & Sons (Scotland) Limited reserves the right, on giving not less than three months' notice, to redeem the whole or any part of the stock up to and including May 15, 1943 at 103%, thereafter up to and including May 15, 1948 at 102%, and thereafter at par, together in each case with interest accrued up to the date of redemption. Any stock not previously redeemed will be repayable at par on May 15, 1953 by means of a cumulative sinking fund calculated to redeem the whole of the stock on or before that date. This fund will be applied in redemption of the stock by purchase at or under par plus accrued interest or by annual drawings at par. The first operation of this fund will be in respect of the year ended May 15, 1941.

The stock forms part of an authorized issue of £2,000,000 authorized amount and was created by resolution of the board of directors of Hiram Walker & Sons (Scotland) Limited passed on November 10, 1937 and is secured by a trust deed dated March 28, 1938 in favour of the Bank of Scotland as trustees, constituting the stock pari passu with the 4 1/4% convertible debentures due December 1, 1945 of Hiram Walker-Goodeham & Worts Limited and Hiram Walker & Sons Inc. (of which there are now outstanding \$3,954,000 and no further amount may be issued) a first fixed and specific charge on the heritable properties of Hiram Walker & Sons (Scotland) Limited. In accordance with the requirements of the trust deed, Hiram Walker & Sons (Scotland) Limited undertakes to maintain in stock and unencumbered whiskey of such a value (including the value of the casks containing the same) as together with the value of heritable properties forming the specific security for the stock and any cash it may deposit with the trustees shall be equal, so long as any of the above mentioned debentures shall remain outstanding, to the total amount of the stock and of the above mentioned debentures from time to time outstanding, and after payment off of the debentures thereafter, to the total amount of the stock from time to time outstanding plus 50% thereof, and to deposit and keep deposited with the trustees appropriate documents approved by them to enable them to vest in themselves the property and 75% in value of such whiskey and casks.

Hiram Walker & Sons (Scotland) Limited reserves the right to issue the balance of the stock for the time being unissued, such stock being either identical with the stock now offered or carrying such rights as to interest, redemption or otherwise, as may be determined at the time of the issue thereof, provided, however, that (a) the final redemption date of any such further stock shall not be earlier than May 15, 1953; (b) the total amount of the stock outstanding shall at no time be greater than the then paid up capital of Hiram Walker & Sons (Scotland) Limited plus its free reserves; and (c) the requirements of the trust deed with regard to the amount of the consolidated net tangible assets and consolidated net profits of Hiram Walker-Gooderham & Worts Limited and its subsidiary companies shall be complied with.

OPTIONS AND UNDERWRITINGS

8. Under an agreement dated January 7, 1939 between the Company and The Dominion Securities Corporation Limited 215,000 cumulative dividend redeemable preference shares were offered for sale exclusively to investors resident in the Dominion of Canada by The Dominion Securities Corporation Limited at a price of \$20 per share. The Company agreed to pay The Dominion Securities Corporation Limited a commission of 20c per share as sales are made and a sum not to exceed \$5,000.00 for expenses.

With the exception of the foregoing there are no underwriting, option, sales agreement, conversion privilege, purchase warrant or other contracts of like nature outstanding with respect to any unissued shares, bonds or other securities of the Company other than the right, as more fully set forth above under sections headed "Capitalization" and "Funded Indebtedness", under which holders of the \$3,954,000.00 ten-year 4 1/4% convertible debentures may convert the same as principal amount thereof at any time (unless such debentures shall have been called for previous redemption and in that event at any time prior to the redemption date specified in the notice of redemption) into shares of the common stock of the Company.

HISTORY AND BUSINESS

9. Hiram Walker-Gooderham & Worts Limited is a holding and investment company owning directly or through subsidiary holding companies voting stock of various corporations as shown on the tabulated list of constituent, subsidiary, owned or controlled companies set forth herein, engaged in the business of producing, warehousing, buying, selling, importing, exporting or otherwise dealing in alcoholic products for beverage and industrial purposes, by-products and articles and materials used in the production thereof and incidental thereto. Among the alcoholic beverage products are Canadian and American type rye whiskies, bourbon whiskies, gins, scotch whiskies, cocktails and cordials.

The Hiram Walker distillery was established in Canada in 1858 across the river from Detroit by Hiram Walker (1816-1899), a native of East Douglas near Boston, Massachusetts. The community which grew up around the distillery was named Walkerville in 1869. Upon entry into partnership of the founder's three sons, the firm in 1878 became known as Hiram Walker & Sons, and on October 1, 1890, it was incorporated under the Ontario laws as Hiram Walker & Sons Limited. On December 31, 1926, Hiram Walker's Limited was incorporated under the laws of the Dominion of Canada and on January 17, 1927 acquired the shares of Hiram Walker & Sons Limited. Pursuant to an agreement dated November 15, 1927, Hiram Walker's Limited acquired all the outstanding shares of Gooderham & Worts Limited, Toronto, the oldest existing distillery in Canada which was founded in 1832. In connection with the acquisition of the shares of Gooderham & Worts Limited, Hiram Walker's Limited changed its name on November 19, 1927, to Hiram Walker-Gooderham & Worts Limited.

Hiram Walker & Sons Limited, from the origin of its business in 1858, has conducted a steadily increasing trade in aged whiskies and other alcoholic beverages throughout the world with branch offices in Toronto and Montreal, Canada, and London, England, while export agents are located in practically every country or political dependency in the West Indies, Central and South America; in the various countries in Europe, Asia, Africa and Australasia. A substantial volume of business is conducted with the several provincial liquor control boards which control the retail sales of alcoholic beverages in their respective provinces of the Dominion of Canada. Popular Hiram Walker brands marketed in Canada are Hiram Walker's "Canadian Club Whiskey", Hiram Walker's "Old Rye" and Hiram Walker's "London Dry Gin".

Gooderham & Worts Limited, from the origin of its business, also has engaged in marketing its products in various parts of the world, although the most substantial portion of its business is obtained from the Provincial liquor control boards in the Dominion of Canada. G. & W. brands well-known in Canada are G. & W. "Special", G. & W. "Old Rye" and G. & W. "Family Proof" whiskies. This Company for many years has been the sole Canadian agent for many well-known European brands of wines, whiskies and liqueurs. In addition, Gooderham & Worts Limited is the leading producer of industrial alcohol in the Dominion of Canada. The business of this latter division includes alcohols distilled both from grains and molasses.

In 1932 the Company acquired the control of two companies in Glasgow, Scotland: James and George Stodart Limited and The Stirling Bonding Company Limited, whose principal brands of Scotch Whiskey are "Stodart's Rare Old Highland" and "Stirling's Gaelic Old Smuggler". In 1936 the Company proceeded to extend its interests in Great Britain by acquiring the remaining minority interests in these two companies and purchasing another famous old whisky house in Glasgow, Geo. Ballantine & Son, Limited, whose principal brand of Ballantine's "10-Year Old Scotch Whisky" enjoys a wide reputation. In addition, two old established malt whisky distilleries were acquired in Morayshire, namely Glen-Burgie in Forres and Milton-Duff in Elgin. Early in 1937 an eight acre site was purchased at Dumbarton on the River Clyde, fourteen miles from Glasgow, on which site has been erected a modern scotch grain distillery which is the largest distillery in Europe, having a capacity of 2,500,000 imperial proof gallons per annum. This distillery and the foregoing Scottish subsidiary companies are presently owned by Hiram Walker & Sons (Scotland) Limited, the Company's wholly owned subsidiary in Great Britain.

In 1933 and 1934 a number of subsidiary companies were organized in the United States and a site, now consisting of 34 acres on the Illinois River barge canal at Peoria, Illinois, was acquired by one of the subsidiaries, Hiram Walker & Sons Inc. On this site a distillery with a daily capacity in excess of 100,000 U. S. proof gallons of spirits, buildings and warehouses for related operations, a power plant, administration and other buildings were constructed and production commenced in June, 1934. This unit now is considered to be the largest single whiskey distillery in the world. A rectifying and bottling plant was placed in operation at San Francisco, California, by Hiram Walker & Sons (Western) Inc., another subsidiary.

Sales in the United States are handled by Hiram Walker Incorporated, (Delaware Corporation), Gooderham & Worts Limited (Delaware Corporation), Hiram Walker-G. & W. Sales Corporation (Massachusetts Corporation) and Jas. Barclay & Co. Limited (Delaware Corporation) and consist principally of Canadian bonded whiskies, American straight whiskies, blended whiskies, gins, cordials and Scotch whiskies imported from the Company's subsidiaries in Scotland. The featured Hiram Walker brands in the United

States markets are "Canadian Club" whiskey, "Signet" bottled in bond rye whiskey, "Private Cellar" blended whiskey, "Ten High" straight bourbon whiskey and "London Dry Gin". The better known G. & W. brands are "Bonded Stock" rye and bourbon whiskies and "Five Star" and "Seven Star" blended whiskies.

Between April 1937, and May 1938, the Company acquired 45% of the outstanding capital stock of Canadian Industrial Alcohol Company Limited. This Company owns Corby Distilleries Limited and Wiser's Distillery Limited, two of the oldest companies in the distilling industry and Robert McNish & Co. Limited, scotch whisky merchants and exporters, Glasgow, whose principal brands of Scotch whiskies, "The Grand MacNish" and "McNish's Doctor's Special", enjoy wide reputation. In addition to its trade in aged whiskies and other alcoholic beverages, Canadian Industrial Alcohol Company Limited is also a leading producer of alcohol for industrial purposes in Canada.

NUMBER OF EMPLOYEES

10. The Company through its subsidiaries employs approximately 3,400 persons.

PROPERTIES

11. The Company is a holding and investment company owning directly or through subsidiary holding companies voting stock of various corporations to the extent shown in the tabulated list of constituent, subsidiary, owned or controlled companies set forth herein. It does not own or lease any properties except office space at Walkerville, Ontario leased from a subsidiary company.

The properties owned by the Company's subsidiaries may be briefly summarized as follows:

UNITED STATES

Hiram Walker & Sons Inc., Peoria, Illinois:

This distillery group has a capacity of 100,000 U. S. proof gallons daily and occupies a 34 acre site on navigable water frontage on the Illinois River barge canal suitable for wharf facilities. Among the various structures in the distillery group are: still, fermenting and mill buildings; high wines building; cistern and shipping building; ten rack warehouses having a combined capacity of 873,000 barrels; corn oil extraction plant; bottling building, power house and dryer building; service and receiving building; garage; administration building, together with several small service buildings.

Hiram Walker & Sons (Western) Inc., San Francisco, California:

A rectifying and bottling plant is operated by this subsidiary company on leased premises in San Francisco.

SCOTLAND

Hiram Walker & Sons (Scotland) Limited, Dumbarton:

Early in 1937 Hiram Walker & Sons (Scotland) Limited purchased an eight acre site at Dumbarton on the River Clyde, fourteen miles from Glasgow, on which site this subsidiary company has completed the erection of a modern Scotch grain distillery. This distillery will have a capacity of approximately 2,500,000 imperial proof gallons per year. Among the various structures in the distillery group are: still building; mill building; fermenter building; cereal products and grain storage buildings; power house; one rack warehouse; administration building, together with several small service buildings. This unit commenced production in September, 1938. A second rack warehouse is under construction.

A malt distillery unit is also under construction on the same site at Dumbarton.

Glen-Burgie, Forres and Milton-Duff, Elgin:

Toward the close of 1936 Hiram Walker & Sons (Scotland) Limited purchased two old established malt whisky distilleries in Morayshire, namely Glen-Burgie in Forres and Milton-Duff in Elgin.

CANADA

Hiram Walker & Sons Limited, Walkerville, Ontario:

This distillery is located on a site of twenty and three quarter acres on which are also the executive offices of Hiram Walker-Goodeham & Worts Limited. This distillery is a complete unit with an approximate daily capacity of 14,000 imperial proof gallons, and includes a cooperage plant. The entire northern boundary of 1,458 feet consists of wharf frontage on the Detroit River and constitutes practically the whole of the available waterfront and dockage in Walkerville.

Gooderham & Worts Limited, Toronto, Ontario:

The property on which this distillery is located comprises about eleven acres of land centrally located in Toronto on a site covering nearly two city blocks. In addition, a site of 0.4 acre on the harbour line is owned, including a concrete wharf of 228 feet. The distillery is a complete unit with an approximate daily capacity of 10,000 imperial proof gallons. The plant consists of brick and stone buildings with shipping facilities, rail and water, readily available.

CANADIAN INDUSTRIAL ALCOHOL COMPANY LIMITED

As previously referred to herein the Company has acquired a 45% interest in Canadian Industrial Alcohol Company Limited. Properties owned by this company in Canada may be briefly summarized as follows:

Corbyville, Ontario:

This distillery, which includes a bottling plant, is located on a site of approximately eleven and one-half acres and represents a complete unit with a present approximate daily capacity of 7,500 imperial proof gallons. The property consists of brick and stone buildings in good repair with a railroad branch line adjacent thereto.

Lindsay, Ontario:

This property is of concrete construction and represents a complete unit for the production of wood alcohol and charcoal for denaturing and industrial purposes. This unit has an approximate monthly capacity of 15,000 imperial proof gallons.

Tabulated List of Constituent Subsidiary Owned or Controlled Companies

Present corporate title	Date of incorporation of present company	Where incorporated	Duration of charter	Business	Capital Stock			Percentage of ownership*
					Class	Par value	Authorized	
Hiram Walker-Goodeham & Worts Limited Controls by Ownership								
Hiram Walker & Sons Limited.....	Oct. 1, 1890	Ontario	Unlimited	Distillers	Common	\$100.00	50,000	100%
Goodeham & Worts Limited.....	†Dec. 28, 1923	Canada	Unlimited	Distillers	Common	No par value	200,000	100%
Jas. Barclay & Co. Limited.....	Jan. 15, 1931	Canada	Unlimited	Sales organization	Common	No par value	20,000	100%
Hiram Walker & Sons Grain Corporation Limited.....	Nov. 29, 1934	Canada	Unlimited	Grain dealers	Common	\$100.00	500	100%
Hiram Walker & Sons (Scotland) Limited.....	Mar. 5, 1937	Scotland	Unlimited	Distillers	Ordinary	£1	1,500,000	100%
Subsidiaries Holding Company Limited.....	Oct. 18, 1935	Canada	Unlimited	Holding company	Common	\$100.00	30,000	100%
Hiram Walker-Goodeham & Worts Limited also owns								
Canadian Industrial Alcohol Company Limited.....	Sept. 30, 1924	Canada	Unlimited	Distillers	Voting—Class B	No par value	1,000,000	988,480}
					No-voting—Class B	No par value	500,000	123,436} 45%
Subsidiaries Holding Company Limited Controls by Ownership								
Hiram Walker & Sons Inc.....	June 14, 1933	Michigan	30 years	Distillers	Common	\$1.00	2,549,000	2,500,000 100%
Hiram Walker & Sons Inc. Controls by Ownership								
Hiram Walker Incorporated.....	Dec. 26, 1933	Delaware	Unlimited	Sales organization	Common	\$100.00	500	100%
Hiram Walker & Sons (Western) Inc.....	Dec. 23, 1933	Delaware	Unlimited	Rectifiers	Common	100.00	500	100%
Goodeham & Worts Limited.....	Nov. 29, 1933	Delaware	Unlimited	Sales organization	Common	100.00	750	100%
					6% Cumulative Preference	100.00	250	100%
Hiram Walker-G. & W. Sales Corporation Jas. Barclay & Co. Limited.....	Dec. 12, 1933	Massachusetts	Unlimited	Sales organization	Common	10.00	5,000	100%
	Dec. 22, 1933	Delaware	Unlimited	Sales organization	Common	100.00	500	10 100%
Hiram Walker & Sons (Scotland) Limited Controls by Ownership								
James & George Stodart Limited.....	†Nov. 3, 1937	Scotland	Unlimited	Distillers	Ordinary	£1	5,000	1,000 100%
The Stirling Bonding Company Limited.....	†Nov. 3, 1937	Scotland	Unlimited	Scotch whisky merchants and exporters	Ordinary	£1	100	45 100%
Geo. Ballantine & Son Limited.....	†Nov. 3, 1937	Scotland	Unlimited	Distillers	Ordinary	£1	5,000	1,000 100%
Mackintosh & Mackintosh Limited.....	Jan. 19, 1923	Scotland	Unlimited	Scotch whisky merchants and exporters	Ordinary	£1	5,000	1,000 100%
Dumbarton Warehousing Company Limited.....	Nov. 3, 1937	Scotland	Unlimited	Bonded warehouse keepers	Ordinary	£1	100	45 100%

* With the exception of directors' qualifying shares issued in conformity with the laws under which certain of the companies were incorporated.

† As successors to businesses previously established.

In addition to the foregoing companies, Hiram Walker & Sons (Scotland) Limited owns the outstanding capital stock of nine brand name companies. These companies do not have any assets or liabilities.

LISTING ON OTHER EXCHANGES

13. The Company's outstanding preference and common shares are listed on The Toronto Stock Exchange and the New York Stock Exchange. They are also traded on the Montreal Curb Market and the Amsterdam Bourse.

The ten-year 4 1/4% convertible debentures due December 1, 1945 are listed on the New York Stock Exchange. The fifteen-year 4 1/2% guaranteed debenture stock due December 1, 1953 of Hiram Walker & Sons (Scotland) Limited is listed on the London Stock Exchange.

14. **FISCAL YEAR END**
August 31 in each year.

PLACE AND DATE OF ANNUAL MEETING

15. At the head office of the Company in Walkerville, Ontario, on the second Friday in December of each year.

16. **ADDRESS OF HEAD OFFICE**
Walkerville, Ontario.

TRANSFER AGENTS

17. National Trust Company, Limited, Toronto, Ontario; Bankers Trust Company, New York, N.Y.

REGISTRARS

18. Toronto General Trusts Corporation, Toronto, Ontario; Guaranty Trust Company, New York, N.Y.

OFFICERS

19.	Name	Position	Address
	H. C. Hatch	<i>President and Chairman of the Board</i>	38 Roxborough Drive, Toronto, Ontario.
	Howard R. Walton	<i>Vice-President and General Manager</i>	75 Lewiston Road, Grosse Pointe Farms, Michigan.
	T. H. Gibbons	<i>Vice-President</i>	205 Roselawn Boulevard, Windsor, Ontario.
	Fletcher Ruark	<i>Secretary</i>	1616 Ouellette Avenue, Windsor, Ontario.
	W. G. Gook	<i>Assistant Secretary</i>	2302 Kildare Road, Walkerville, Ontario.
	H. O. Comrie-Palmer	<i>Treasurer</i>	40 St. Rose Avenue, Riverside, Ontario.
	B. E. Ford	<i>Assistant to the President</i>	1492 Victoria Avenue, Windsor, Ontario.
	A. M. Henderson	<i>Comptroller</i>	24 Jefferson Boulevard, Riverside, Ontario.

DIRECTORS

20.	Name	Occupation	Address
	Geo. T. Chisholm	<i>Stock Broker</i>	21 Jordan Street, Toronto, Ontario.
	T. H. Gibbons	<i>Manufacturer</i>	205 Roselawn Boulevard, Windsor, Ontario.
	E. D. Gooderham	<i>Gentleman</i>	27 North Sherbourne Street, Toronto, Ontario.
	H. C. Hatch	<i>Manufacturer</i>	38 Roxborough Drive, Toronto, Ontario.
	J. F. Lash, K.C.	<i>Barrister</i>	25 King Street West, Toronto, Ontario.
	L. M. McCarthy	<i>Stock Broker</i>	320 Bay Street, Toronto, Ontario.
	R. A. McKinlay	<i>Manufacturer</i>	9 Beaumont Gate, Glasgow, Scotland.
	F. K. Morrow	<i>Miller</i>	67 Yonge Street, Toronto, Ontario.
	Howard R. Walton	<i>Manufacturer</i>	75 Lewiston Road, Grosse Pointe Farms, Michigan.
	Ward Wright, K.C.	<i>Barrister</i>	38 King Street West, Toronto, Ontario.

CERTIFICATE

"Pursuant to a resolution duly passed by its Board of Directors the applicant company hereby applies for listing of the above mentioned securities on The Toronto Stock Exchange, and the undersigned officers thereof hereby certify that the statements and representations made in this application and in the documents submitted in support thereof are true and correct."

HIRAM WALKER-GOODERHAM & WORTS LIMITED,

By "HOWARD R. WALTON",

Vice-President and General Manager.

FINANCIAL STATEMENT

HIRAM WALKER-GOODERHAM & WORTS LIMITED and Subsidiary Companies

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE THREE YEARS ENDED AUGUST 31, 1938

PARTICULARS	Year ended August 31		
	1936	1937	1938
Net sales.....	\$54,729,133.49	\$63,969,513.84	\$67,201,413.08
Cost of goods sold.....	40,242,056.03	45,940,917.37	48,033,743.30
Balance.....	<u>\$14,487,077.46</u>	<u>\$18,028,596.47</u>	<u>\$19,167,669.78</u>
Add—Other income:			
Dividends received from investments.....	\$ 10,500.00	\$ 70,091.69	\$ 68,583.17
Incidental profits on sales of raw materials (in the year ended August 31, 1936, the balance of these profits amounting to \$410,000.00 was added to Reserve for Contingencies).....	76,624.03	74,802.10	{ Loss 120,898.90
Agency commissions, purchase discounts, etc. (net).....	264,160.12	238,848.49	254,535.68
	<u>\$ 351,284.15</u>	<u>\$ 383,742.28</u>	<u>\$ 202,219.95</u>
	<u>\$14,838,361.61</u>	<u>\$18,412,338.75</u>	<u>\$19,369,889.73</u>
Deduct—			
Selling and general expenses.....	\$ 7,601,570.46	\$ 8,594,566.64	\$ 9,671,767.74
Executive officers' and directors' salaries.....	124,249.86	163,583.24	153,583.26
Legal fees.....	183,597.66	129,659.24	92,005.93
Directors' fees for services as such.....	4,500.00	20,000.00	20,000.00
Debenture and debenture stock interest.....	225,722.23	228,922.27	326,122.15
Amortization of debenture and debenture stock discount and expense.....	22,067.73	152,193.82	34,198.34
Interest on bank loans.....	115,548.12	107,937.41	152,720.10
Provision for depreciation of buildings, plant and equipment.....	591,064.87	678,186.79	730,926.78
Amounts written off improvements to leased premises in the United States.....	81,643.50	17,436.07	—
	<u>52,248.64</u>	<u>33,420.92</u>	<u>8,937.02</u>
	<u>75,070.00</u>	<u>—</u>	<u>—</u>
Losses (net) on disposal of capital assets.....	—	256,604.09	—
Provision for contingencies.....	—	56,562.50	—
Amount required to reduce investments to quoted market value at August 31, 1937.....	—	—	111,809.79
Premium on debentures redeemed.....	—	—	—
Exchange adjustment arising from conversion of net assets of Scottish subsidiaries.....	—	—	—
Incorporation and preliminary expenses of a subsidiary company.....	—	—	59,194.42
	<u>\$ 9,077,283.07</u>	<u>\$10,372,231.15</u>	<u>\$11,361,265.53</u>
	<u>\$ 5,761,078.54</u>	<u>\$ 8,040,107.60</u>	<u>\$ 8,008,624.20</u>
Provision for income taxes in Canada, the United States and Great Britain, including in the year ended August 31, 1938 a provision of \$165,000.00 for United States taxes exigible on the distribution of the undistributed surpluses of the United States subsidiary companies of which approximately \$120,000.00 is applicable to the year ended August 31, 1936 and the balance to prior years.....	964,958.12	1,576,474.89	1,723,655.88
Net profit for the year carried to earned surplus.....	<u>\$ 4,796,120.42</u>	<u>\$ 6,463,632.71</u>	<u>\$ 6,284,968.32</u>

CONSOLIDATED STATEMENT OF EARNED SURPLUS FOR THE THREE YEARS ENDED AUGUST 31, 1938

PARTICULARS	Year ended August 31		
	1936	1937	1938
Earned surplus at beginning of fiscal year.....	\$ 8,244,483.56	\$10,580,958.52	\$15,140,340.23
Deduct—			
Settlement of claims asserted by the United States Treasury Department.....	\$ 1,000,000.00	—	—
Excess of life insurance premiums paid in prior years over cash surrender value thereof as at September 1, 1935.....	72,354.22	—	—
Amount required to reduce goodwill, processes and trademarks to \$1.00.....	—	—	9,491,524.93
	<u>\$ 1,072,354.22</u>	<u>—</u>	<u>\$ 9,491,524.93</u>
	<u>63,526.76</u>	<u>—</u>	<u>—</u>
Less—Income tax adjustments affecting prior years.....	<u>\$ 1,008,827.46</u>	<u>—</u>	<u>\$ 9,491,524.93</u>
Net profit for the year.....	<u>\$ 7,235,656.10</u>	<u>\$10,580,958.52</u>	<u>\$ 5,648,815.30</u>
	<u>4,796,120.42</u>	<u>6,463,632.71</u>	<u>6,284,968.32</u>
Deduct—	<u>\$12,031,776.52</u>	<u>\$17,044,591.23</u>	<u>\$11,933,783.62</u>
Dividends on preference shares.....	\$ 460,818.00	\$ 460,818.00	\$ 460,818.00
Dividends on common shares.....	990,000.00	1,443,433.00	2,896,016.00
	<u>\$ 1,450,818.00</u>	<u>\$ 1,904,251.00</u>	<u>\$ 3,356,834.00</u>
Earned surplus at close of fiscal year.....	<u>\$10,580,958.52</u>	<u>\$15,140,340.23</u>	<u>\$ 8,576,949.62</u>

HIRAM WALKER-GOODERHAM & WORTS LIMITED
and Subsidiary Companies

CONSOLIDATED BALANCE SHEET - AUGUST 31, 1938

ASSETS

Current Assets:

Cash on hand and in banks.....	\$ 2,135,154.12
Accounts receivable—trade.....	\$ 4,219,928.90
Notes receivable—trade.....	1,141,098.05
Miscellaneous accounts receivable.....	347,171.79
	<hr/>
	\$ 5,708,198.74
Less—Reserve for doubtful accounts	414,687.79
	<hr/>
	5,293,510.95
Inventories, at not exceeding manufacturing or purchased cost as determined on the companies' usual basis and certified to by responsible officers of the companies—	
Spirits (including bottling material on bottled whiskey)	
In Canada and Great Britain:	
Original gauge Imperial Proof	
Gallons—15,897,144	}
In United States:	
Original gauge U.S. Proof	
Gallons—41,075,728	}
	\$20,607,317.55
U.S. taxes paid on unsold goods.....	1,745,237.82
Grains and raw materials.....	381,789.64
Barrels, bottles and supplies.....	5,630,421.53
	<hr/>
Total Current Assets.....	28,364,766.54
	<hr/>
	\$35,793,431.61

Cash on deposit with Trustee in Scotland, as security for debentures and debenture stock. This cash may be released by additions to whiskey stocks and mortgaged properties in Scotland.....

£200,000 974,000.00

Cash Surrender Value of Life Insurance Policies:.....

265,124.20

Investments:

Shares of an associated company at not exceeding cost.....	\$ 3,334,457.62
Other common stocks without quoted market value, at cost.....	123,287.43
	<hr/>
	3,457,745.05

Land, Buildings, Plant and Equipment, at Cost, excepting the plant of Gooderham & Worts Limited at Toronto which has a net depreciated book value of \$1,055,354.70 based on values reported by Canadian Appraisal Company Limited on February 1, 1924, after deducting capital surplus of \$245,811.98.....

\$24,730,281.14

Deduct—Reserves for depreciation on buildings, plant and equipment.....

7,640,761.21

17,089,519.93

Common Shares (4,303) of Hiram Walker-Gooderham & Worts Limited held by Trustee for United States subsidiary under option at cost plus interest to an employee—cost..
(Quoted market value August 31, 1938—\$178,574.50)

154,476.97

Prepaid and Deferred Charges:

Unamortized debenture and debenture stock discount and expense.....	\$ 380,610.01
Prepaid licenses and taxes.....	67,960.74
Prepaid insurance.....	180,083.41
Miscellaneous charges.....	78,653.57
	<hr/>
	707,307.73

Goodwill, Processes and Trademarks:

Balance as at September 1, 1937.....	\$ 9,491,525.93
Less—Amount written off against earned surplus.....	9,491,524.93
	<hr/>
	1.00
	<hr/>
	\$58,441,606.49

HIRAM WALKER-GOODERHAM & WORTS LIMITED
and Subsidiary Companies

CONSOLIDATED BALANCE SHEET - AUGUST 31, 1938

LIABILITIES, CAPITAL STOCK AND SURPLUS

Current Liabilities:

Bank loans	\$ 5,973,730.08
Trade accounts payable	1,323,171.47
Other accounts and accruals	285,642.60
Dividend payable September 15, 1938 on Preference stock	115,204.50
Dividend payable September 15, 1938 on Common stock	724,004.00
Debenture and debenture stock interest accrued	138,484.89
Reserves for Federal, Provincial, State and Municipal taxes in Canada, the United States and Great Britain	2,187,566.11

Total Current Liabilities \$10,747,803.65

Funded Debt:

Secured by deposit with the Trustee in Scotland of cash and documents of title to certain whiskey stocks in Scotland included in inventories at \$4,817,917.11 and by a mortgage on certain properties in Scotland:

Ten-year 4 1/4% convertible debentures of Hiram Walker-Gooderham & Worts Limited and Hiram Walker & Sons Inc. successor to Hiram Walker & Sons Distilleries Inc. due December 1, 1945:

Authorized and issued	\$ 8,000,000.00
Less—Converted or redeemed	4,046,000.00

\$ 3,954,000.00

Fifteen-year 4 1/2% guaranteed debenture stock of Hiram Walker & Sons (Scotland) Limited (guaranteed by Hiram Walker-Gooderham & Worts Limited) due May 15, 1953:

Authorized	£2,000,000
Issued	£1,500,000

7,500,000.00

\$11,454,000.00
1,116,313.22

Reserve for Contingencies:

Capital Stock, No Par Value:

Cumulative dividend redeemable preference—redeemable as to principal at \$20.00 per share (Authorized 875,000 shares of which 199,182 shares have been redeemed and cancelled):

Issued	660,000 shares
Redeemed and cancelled	199,182 shares
Outstanding	<u>460,818 shares</u>

\$ 9,216,360.00

Common (Authorized 875,000 shares of which 724,004 shares are issued and outstanding as shown below and 68,861 shares are reserved for issuance from time to time upon conversion of the ten-year 4 1/4% convertible debentures due December 1, 1945):

Issued and outstanding	724,004 shares
	17,330,180.00

\$26,546,540.00

\$ 8,576,949.62

35,123,489.62

\$58,441,606.49

Auditors' Report

To the Board of Directors of

Hiram Walker-Gooderham & Worts Limited.

We have made an examination of the consolidated balance sheet of Hiram Walker-Gooderham & Worts Limited and its subsidiary companies as at August 31, 1938 and of the related statements of profit and loss and surplus for the three fiscal years ended on that date. In connection with the accounts of the companies in Canada and the United States, we examined or tested accounting records and other supporting evidence of the companies, and obtained all the information and explanations which we required; we made a general review of the accounting methods and of the operating and income accounts for the three fiscal years ended August 31, 1938 but our examination of detailed transactions was confined to limited tests thereof. We also examined balance sheets as at August 31, 1938, and statements of profit and loss and surplus for the three fiscal years ended on that date of the subsidiary companies in Great Britain certified by the auditors thereof.

In our opinion, based upon such examinations, the accompanying financial statements fairly present, in accordance with accepted principles of accounting consistently maintained by the companies during the period under review, the position of Hiram Walker-Gooderham & Worts Limited and its subsidiary companies at August 31, 1938, and the results of their operations for the three fiscal years ended on that date.

PRICE, WATERHOUSE & CO.

Chartered Accountants.

December 27, 1938.

This listing statement is a copy of the listing application made or approved by the applicant company. The Exchange has received no consideration in connection with the issue of this listing statement other than the customary listing fee. The papers and exhibits submitted by the applicant company in support of the listing application are open for inspection at the general office of the Exchange.